

6305-E  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded

DEC 30 1971 12 00 PM

INTERSTATE COMMERCE COMMISSION

## AMENDMENT

Dated as of December 1, 1971

to

## AGREEMENT AND ASSIGNMENT

Dated as of July 15, 1971

AMENDMENT dated as of December 1, 1971 to Agreement and Assignment dated as of July 15, 1971 (hereinafter called the Agreement and Assignment) between ITEL Leasing Development, Inc. (hereinafter called the Builder) and United States Trust Company of New York acting as Agent under a Finance Agreement dated as of July 1, 1971 (said Agent, so acting, being hereinafter called the Assignee).

WHEREAS, under the Agreement and Assignment the Builder assigns to the Assignee, *inter alia*, all of its right, security title and interest in the 200 Center Dump Hopper Cars covered thereby (hereinafter called the Equipment); and

WHEREAS, the parties agree that each unit of Equipment covered thereby shall have a capacity of 77 tons notwithstanding the fact that the Agreement and Assignment presently describes the Equipment as having a capacity of 55 tons;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

1. The description of the Equipment appearing on the cover of the Agreement and Assignment is hereby changed from "[Covering 200 55-ton Center Dump Hopper Cars]" to "[Covering 200 77-ton Center Dump Hopper Cars]".

2. The Agreement and Assignment remains unchanged in all other respects.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed as of the date first above written.

ITEL LEASING DEVELOPMENT, INC.

[CORPORATE SEAL]

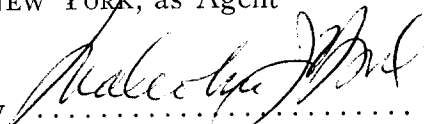
By   
.....  
President

Attest:

  
.....  
Secretary

UNITED STATES TRUST COMPANY  
OF NEW YORK, as Agent

[CORPORATE SEAL]

By   
.....  
Assistant Vice President

Attest:

  
.....  
Assistant Secretary

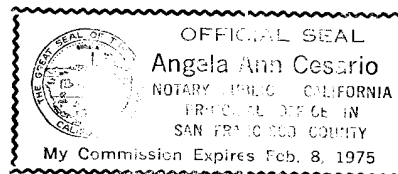
STATE OF CALIFORNIA  
CITY AND COUNTY OF SAN FRANCISCO } ss.:

On this 23 day of December 1971, before me personally appeared D. S. Thayer, to me personally known, who, being by me duly sworn, says that he is President of ITEL LEASING DEVELOPMENT, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Angela Ann Cesario  
Notary Public

[NOTARIAL SEAL]

My Commission expires



STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss.:

On this 23 day of Dec. 1971, before me personally appeared **MALCOLM J. HOOD**, to me personally known, who, being by me duly sworn, says that he is **ASST. VICE PRESIDENT** of UNITED STATES TRUST COMPANY OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James E. Logan  
Notary Public

[NOTARIAL SEAL]

My Commission expires

JAMES E. LOGAN  
Notary Public, State of New York  
No. 24-2393228  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1973